

Exhibit 2

**Articles Of Incorporation And
Certificate Of Authority To Transact Business In Illinois**

**STATEMENT OF ORGANIZATION
BY THE SOLE INCORPORATOR**

OF

MILLENNIUM NETWORK SERVICES, INC.

I, the undersigned, as sole incorporator of **MILLENNIUM NETWORK SERVICES, INC.**, do hereby make the following statements to organize the corporation:

That the name of the corporation is:

MILLENNIUM NETWORK SERVICES, INC.

That the Certificate of Incorporation was duly filed in the office of the Secretary of State of Delaware on the 11th day of February, 2000 and a certified copy thereof was forwarded for recordation with the Recorder of Deeds of the county in which the registered office of the corporation is located.

That the By-laws, which are annexed hereto, are hereby adopted as the By-laws of the corporation for the regulation of its affairs.

That the following named person shall constitute the first Board of Directors, and shall hold office until the first annual shareholders' meeting or until a successor is elected and qualified:

Harold Crumstickle

I hereby attest the Statement as sole incorporator this 10th day of April, 2000.


Michael A. Burr, Sole Incorporator

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 05:00 AM 02/18/2000
001002672 - 2179003

Certificate of Incorporation

OF

MILLENNIUM NETWORK SERVICES, INC.

The undersigned, being of legal age, in order to form a corporation under and pursuant to the laws of the State of Delaware, does hereby set forth as follows:

FIRST: The name of the corporation is:

MILLENNIUM NETWORK SERVICES, INC.

SECOND: The address of the initial registered and principal office of this corporation in this state is c/o United Corporate Services, Inc., 15 East North Street, in the City of Dover, County of Kent, State of Delaware 19901 and the name of the registered agent at said address is United Corporate Services, Inc.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the corporation laws of the State of Delaware.

FOURTH: The corporation shall be authorized to issue the following shares:

Class	Number of Shares	Par Value
COMMON	1,500	NO PAR VALUE

FIFTH: The name and address of the incorporator is as follows:

Name	Address
Michael A. Barr	10 Bank Street White Plains, New York 10606

SIXTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the corporation, and for further definition, limitation and regulation of the powers of the corporation and of its directors and stockholders:

- (1) The number of directors of the corporation shall be such as from time to time shall be fixed by, or in the manner provided in the by-laws. Election of directors need not be by ballot unless the by-laws so provide.

(2) The Board of Directors shall have power without the assent or vote of the stockholders:

(a) To make, alter, amend, change, add to or repeal the By-laws of the corporation; to fix and vary the amount of capital to be reserved for any proper purpose; to authorize and cause to be executed mortgages and liens upon all or any part of the property of the corporation, to determine the use and disposition of any surplus or net profits; and to fix the times for the declaration and payment of dividends.

(b) To determine from time to time whether, and in what times and places, and under what conditions the accounts and books of the corporation (other than the stock ledger) or any of them, shall be open to the inspection of the stockholders.

(3) The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders, at any meeting of the stockholders called for the purpose of considering any such act or contract, or through a written consent in lieu of a meeting in accordance with the requirements of the General Corporation Law of Delaware as amended from time to time, and any contract or act that shall be so approved or be so ratified by the vote of the holders of a majority of the stock of the corporation which is represented in person or by proxy at such meeting, (or by written consent whether received directly or through a proxy) and entitled to vote thereon (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon the corporation and upon all the stockholders as though it had been approved, ratified, or executed by every stockholder of the corporation, whether or not the contract or act would otherwise be open to legal attack because of directors' interest, or for any other reason.

(4) In addition to the powers and authorities herein before or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the corporation; subject, nevertheless, to the provisions of the statutes of Delaware, of this certificate, and to any by-laws from time to time made by the stockholders; provided, however, that no by-laws so made shall invalidate any prior act of the directors which would have been valid if such by-law had not been made.

SEVENTH: No director shall be liable to the corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director, except with respect to (1) a breach of the director's duty of loyalty to the corporation or its stockholders, (2) acts or omissions not in good faith or which involve intentional

misconduct or a knowing violation of law, (3) liability under Section 174 of the Delaware General Corporation Law or (4) a transaction from which the director derived an improper personal benefit, it being the intention of the foregoing provisions to eliminate the liability of the corporation's directors to the corporation or its stockholders to the fullest extent permitted by Section 102 (b)(7) of the Delaware General Corporation Law, as amended from time to time. The corporation shall indemnify to the fullest extent permitted by Sections 102 (b)(7) and 145 of the Delaware General Corporation Law, as amended from time to time, each person that such Sections grant the corporation the power to indemnify.

EIGHTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware, may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this corporation under the provisions of Section 279 Title 8 of the Delaware Code order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

NINTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, the undersigned hereby executes this document and attests that the facts set forth herein are true under the penalties of perjury this eighteenth day of February, 2000.

SMICHAELA BARR
Michael A. Barr, Incorporator

State of Delaware
Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "MILLENNIUM NETWORK SERVICES, INC.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF FEBRUARY, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.




Edward J. Freel, Secretary of State

3179403 8100

001083672

AUTHENTICATION: 0269938
DATE: 02-22-00

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
MILLENNIUM NETWORK SERVICES, INC.**

The undersigned, being the Chief Executive Officer and Chairman of the Board of Directors of Millennium Network Services, Inc. (the "Corporation"), does hereby certify that:

1. The name of the Corporation is Millennium Network Services, Inc.
2. The Certificate of Incorporation of the Corporation was filed with the Secretary of State on February 19, 2000.
3. The Certificate of Incorporation is hereby amended to change the name of the Corporation.
4. To accomplish the foregoing amendments, Article FIRST is hereby stricken in its entirety and a new Article FIRST reading as follows is substituted therefor:

FIRST. The name of the corporation is:

Sphera Optical Networks N.A., Inc.

The foregoing amendment of the Certificate of Incorporation was authorized by written consent of the Board of Directors on June 14, 2000, and by the written consent of the shareholders of the Corporation on June 14, 2000.

. . .

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 14 day
of June, 2000 and affirms that the statements made herein are true under penalties of perjury.

Harold Greenstick

Harold Greenstick
Chief Executive Officer and
Chairman of the Board of Directors



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

SEPTEMBER 8, 2000

6124-287-2

C T CORPORATION SYSTEM
600 S 2ND ST
SPRINGFIELD, IL 62704

RE SPHERA OPTICAL NETWORKS N.A., INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND A CERTIFICATE OF AUTHORITY, ACKNOWLEDGING YOUR REGISTRATION.

THESE DOCUMENTS MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

Jesse White

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

SEPTEMBER 8, 2000

6124-287-2

C T CORPORATION SYSTEM
600 S 2ND ST
SPRINGFIELD, IL 62704

RE SPHERA OPTICAL NETWORKS N.A., INC.

DEAR SIR OR MADAM:

APPLICATION TO ADOPT AN ASSUMED NAME HAS BEEN PLACED ON FILE AND THE CORPORATION CREDITED WITH THE REQUIRED FEE.

THE DUPLICATE COPY IS ENCLOSED.

SINCERELY,

Jesse White

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

Form **BCA-4.15/**
4.20
(Rev. Jan. 1999)

**APPLICATION TO ADOPT,
CHANGE OR CANCEL,
AN ASSUMED CORPORATE NAME**

File# 6124-287-2

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-9520
<http://www.sos.state.il.us>

FILED

SEP 8 - 2000

**JESSE WHITE
SECRETARY OF STATE**

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date 09-08-00

Filing Fee 170.00

Approved: mr

Remit payment in check or money
order, payable to "Secretary of State".

1. CORPORATE NAME: Sphera Optical Networks N.A., Inc.
2. State or Country of Incorporation: Delaware
3. Date incorporated (if an Illinois corporation) or date authorized to transact business in Illinois (if a foreign corporation): 09-08, 2000
(Month & Day) (Year)
(Complete No. 4 and No. 5 if adopting or changing an assumed corporate name.)
4. The corporation intends to adopt and to transact business under the assumed corporate name of:
Sphera Networks
5. The right to use the assumed corporate name shall be effective from the date this application is filed by the Secretary of State until September 8, 2005, the first day of the corporation's anniversary
(Month & Day) (Year)
month in the next year which is evenly divisible by five.
(Complete No. 6 if changing or cancelling an assumed corporate name).
6. The corporation intends to cease transacting business under the assumed corporate name of:
7. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Sphera Optical Networks N.A., Inc.

Dated September 1, 2000
(Month & Day) (Year)

attested by [Signature]
(Signature of Secretary or Assistant Secretary)

Scott Ryan, Secretary
(Type or Print Name and Title)

[Signature]
(Exact Name of Corporation)

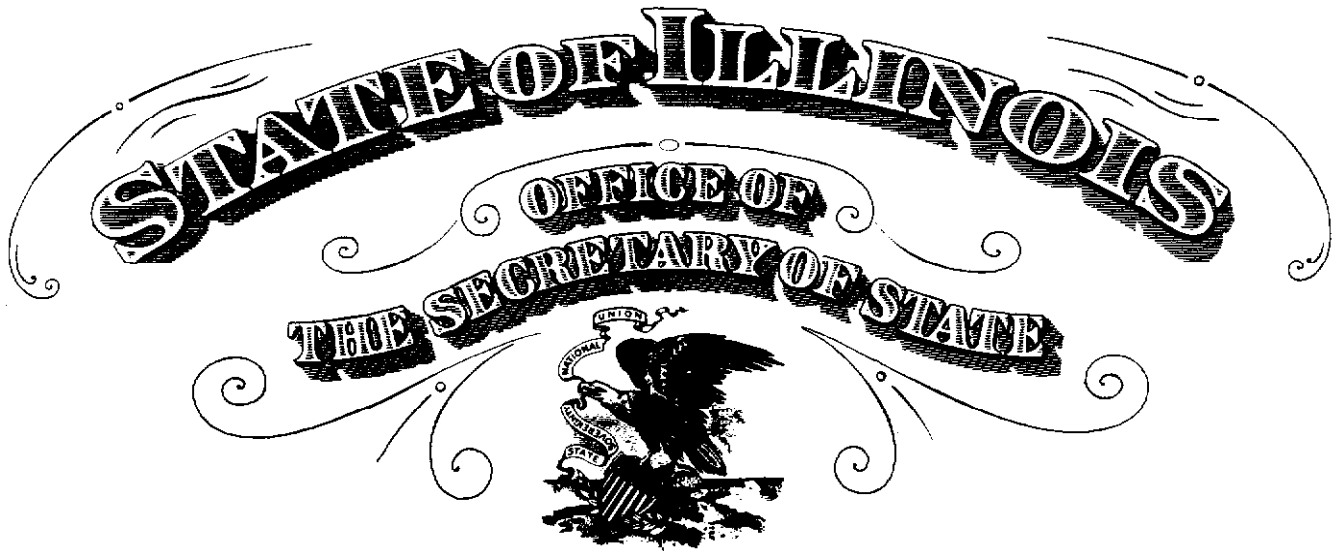
by [Signature]
(Signature of President or Vice President)

Scott Ryan, Vice President - Strategic Planning
(Type or Print Name and Title)

NOTE: The filing fee to adopt an assumed corporate name is \$20 plus \$2.50 for each month or part thereof between the date of filing this application and the date upon which the corporation may renew its use.

The fee for cancelling an assumed corporate name is \$5.00.

C-148.11 The fee to change an assumed name is \$25.



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

SPHERA OPTICAL NETWORKS N.A., INC.,
INCORPORATED IN THE STATE OF DELAWARE AND LICENSED TO TRANSACT
BUSINESS IN THIS STATE ON SEPTEMBER 8, 2000, APPEARS TO HAVE
COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF
THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND IS AT
THIS TIME A FOREIGN CORPORATION IN GOOD STANDING AND AUTHORIZED TO
TRANSACT BUSINESS IN THE STATE OF ILLINOIS*****



*In Testimony Whereof, I, hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 13TH
day of SEPTEMBER A.D. 2000.*

Jesse White

SECRETARY OF STATE

Form **BCA-4.15/**
4.20
(Rev. Jan. 1999)

APPLICATION TO ADOPT,
CHANGE OR CANCEL,
AN ASSUMED CORPORATE NAME

File# 6124-287-2

Jesse White
Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-9520
<http://www.sos.state.il.us>

FILED

SEP 8 - 2000

JESSE WHITE
SECRETARY OF STATE

SUBMIT IN DUPLICATE

This space for use by
Secretary of State

Date 09-08-00

Filing Fee 170.00

Approved: MA

Remit payment in check or money
order, payable to "Secretary of State".

1. CORPORATE NAME: Sphera Optical Networks N.A., Inc.

2. State or Country of Incorporation: Delaware

3. Date incorporated (if an Illinois corporation) or date authorized to transact business in Illinois (if a foreign corporation): 09-18, 2000
(Month & Day) (Year)

(Complete No. 4 and No. 5 if adopting or changing an assumed corporate name.)

4. The corporation intends to adopt and to transact business under the assumed corporate name of:

Sphera Networks

5. The right to use the assumed corporate name shall be effective from the date this application is filed by the Secretary of State until September 8, 2005, the first day of the corporation's anniversary month in the next year which is evenly divisible by five.
(Month & Day) (Year)

(Complete No. 6 if changing or cancelling an assumed corporate name).

6. The corporation intends to cease transacting business under the assumed corporate name of:

7. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true.

Sphera Optical Networks N.A., Inc.

Dated September 1, 2000
(Month & Day) (Year)

(Exact Name of Corporation)

attested by [Signature]

by [Signature]

State of Illinois

Office of The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN THIS STATE OF
SPHERA OPTICAL NETWORKS N.A., INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be
affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 8TH
day of SEPTEMBER A.D. 2000 and of
the Independence of the United States the two
hundred and 25TH



Jesse White

Secretary of State

Form **BCA-13.15**
(Rev. Jan. 1999)

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE!

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
<http://www.sos.state.il.us>

This space for use by Secretary of State

FILED

SEP 8 - 2000

JESSE WHITE
SECRETARY OF STATE

This space for use by
Secretary of State

Date 09-08-00

License Fee \$ —

Franchise Tax \$ 25.00

Filing Fee \$ 75.00

Penalties \$ —

Approved: MA 1/14.00

Payment must be made by
certified check, cashier's check,
Illinois attorney's check, Illinois
C.P.A.'s check or money order,
payable to "Secretary of State."

1. (a) CORPORATE NAME: Sphera Optical Networks N.A., Inc. MA

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Delaware

(b) Date of Incorporation: February 18, 2000

(c) Period of Duration: perpetual

3. (a) Address of the principal office, wherever located:

200 Madison Avenue, Suite 502

New York, NY 10016

(b) Address of principal office in Illinois:

(If none, so state)

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent CT CORPORATION SYSTEM

First Name

Middle Name

Last Name

Registered Office c/o CT CORPORATION SYSTEM, 208 S. LaSalle Street

Number

Street

Suite #

Chicago

60604

Cook

City

ZIP Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)
Delaware

6124-2872 Residential addresses of officers and directors:

Name	No. & Street	City	State	ZIP
President	<u>Please see Addendum A.</u>			
Secretary	_____			
Director	_____			
Director	_____			
Director	_____			

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:
(If not sufficient space to cover this point, add one or more sheets of this size.)

045 -

Provision of telecommunications services.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common	N/A	no par value	1,500	10

9. Paid-in Capital: \$ 100

073770

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year:

\$ 84,000,000

- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois:

\$ 6,000,000

- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year:

\$ 160,000,000

- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois:

\$ 12,000,000

11. Interrogatories: (Important - this section must be completed.) See Addendum B

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance:
(b) Number of shares of all classes owned by residents of Illinois:
(c) Number of shares of all classes owned by non-residents of Illinois:
(d) Is the corporation transacting business in this state at this time?
(e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated August 25, 2000
(Month & Day) (Year)

Sphera Optical Networks N.A., Inc.
(Exact Name of Corporation)

attested by Scott Ryan, Secretary
(Signature of Secretary or Assistant Secretary)
(Type or Print Name and Title)

by Scott Ryan, Vice President-Strategic Plan
(Signature of President or Vice President)
(Type or Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

Addendum A

Sphera Optical Networks N.A., Inc.

Directors and Officers

✓ Harold Grossnickle, Chairman and CEO
2 Sandalwood Drive
Warren, New Jersey 07059

Louise Bell, Director and Chief Financial Officer
c/o Sphera Optical Networks, Inc.
200 Madison Avenue, Suite 502
New York, New York 10016

✓ Scott Ryan, Director, Vice President Strategic Planning, General Counsel and Corporate Secretary
c/o Sphera Optical Networks, Inc.
200 Madison Avenue, Suite 502
New York, New York 10016

Robert Snyder, Director and Vice President of Network Operations
c/o Sphera Optical Networks, Inc.
200 Madison Avenue, Suite 502
New York, New York 10016

Rich Van Leeuwen, Director and Vice President of Network Engineering and Chief Technical Officer
c/o Sphera Optical Networks, Inc.
200 Madison Avenue, Suite 502
New York, New York 10016

Responses to Question 11

- (a) 200 Madison Avenue, Suite 502
New York, New York 10016
- (b) 0
- (c) 10
- (d) No
- (e) Not applicable